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**McGUIRE WOODS
BATTLE & BOOTHE LLP**

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Charlottesville, Virginia 22902-1288
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Writer's Direct Dial (804) 977-2520

July 16, 1999

VIA FEDERAL EXPRESS

State Corporation Commission
1300 East Main Street
P.O. Box 1197
Richmond, Virginia 23209

Attn: Stephanie Hockaday

Re: Articles of Amendment
M•Cam, Inc.

990719 4089

0510537-4

Dear Ms. Hockaday:

Enclosed for filing are Articles of Amendment for the referenced corporation. Our check in the amount of \$25.00 is enclosed in payment of the statutory fees. Please send the certificate of amendment and receipt for filing fees to my attention via Federal Express once the articles have been approved. Our Federal Express account number is 0229-0056-0.

PLEASE NOTE WE REQUEST AN EFFECTIVE DATE OF MONDAY JULY 19, 1999.

Thank you for your assistance.

Domestic amend

Max change to

Very truly yours,

Hillary C. Hall
Hillary C. Hall
Legal Assistant

100,000 shares common par value \$0.01

/hch
Enclosure

cc: David Winer w/ encl. (by facsimile)
Robert E. Stroud, Esq. w/o encl.
John H. Kitzmann, Esq. w/o encl.

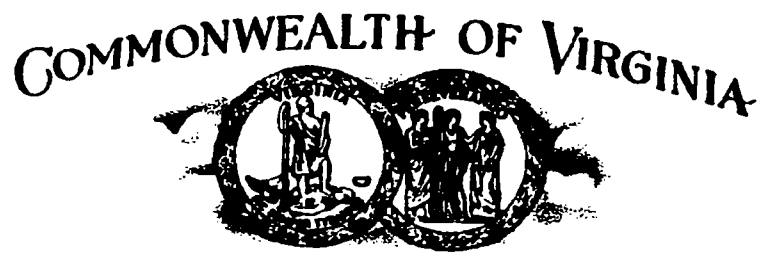
FF \$25.00 7/22/99

www.mwbb.com

THEODORE V. MORRISON, JR.
CHAIRMAN

HULLIHEN WILLIAMS MOORE
COMMISSIONER

CLINTON MILLER
COMMISSIONER



JOEL H. PECK
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION

July 19, 1999

HILLARY C HALL
MCGUIRE WOODS ET AL
310 FOURTH STREET NE SUITE 300
PO BOX 1288
CHARLOTTESVILLE, VA 22902-1288

RE: M.CAM, Inc.
ID: 0510537 - 4
DCN: 99-07-19-4089

This is your receipt for \$25.00 covering the fees for filing articles of amendment to change authorized shares of stock with this office.

The effective date of the certificate of amendment is July 19, 1999.

If you have any questions, please call (804) 371-9733.

Sincerely,

Joel H. Peck
Clerk of the Commission

AMENACPT
CIS20436

CIA20322

SW3LU16 CISM0180

CIS

CORPORATE DATA INQUIRY

07/21/99

12:54:18

CORP ID: 0510537 - 4 STATUS: 00 ACTIVE

STATUS DATE: 10/21/98

CORP NAME: M.CAM, INC.

DATE OF CERTIFICATE: 10/21/1998 PERIOD OF DURATION: INDUSTRY CODE: 00

STATE OF INCORPORATION: VA VIRGINIA STOCK INDICATOR: S STOCK

MERGER INDICATOR: MONITOR INDICATOR:

GOOD STANDING INDICATOR: Y

CASE STATUS: HEARING DATE:

CHARTER FEE: 1000.00

CASE NO:

R/A NAME: ROBERT E STROUD

C/O MCGUIRE WOODS

STREET: 418 EAST JEFFERSON ST

AR RTN MAIL:

PO BOX 1288

CITY: CHARLOTTESVILLE

STATE : VA ZIP: 22902

R/A STATUS: A ATTORNEY

EFF. DATE: 10/21/98 LOC.: 203

ACCEPTED AR#: 000 00 0000 DATE:

CHARLOTTESVILLE

CURRENT AR#: 000 00 0000 DATE:

STATUS: ASSESSMENT INDICATOR: 0

YEAR	FEE	PENALTY	INTEREST	TAXES	BALANCE	TOTAL SHARES
00						500,000

COMMAND:

CIB20322

CIS

07/21/99

SW3LU15 CISM0250

MICROFILM INQUIRY

12:54:49

CORP ID: 0510537 - 4

CORP STATUS: 00 ACTIVE

CORP NAME: M.CAM, INC.

COURT LOCALITY: 203 CHARLOTTESVILLE CITY

TOTAL CHARTER FEES: 1,000.00

MICROFILM NO	DOCUMENT TYPE	DATE	CHARTER FEE	PAGES
98 10 05 0451	NEWC > NEW CHARTER	10/21/98	1000.00	5

COMMAND:

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

July 19, 1999

The State Corporation Commission has found the accompanying articles submitted on behalf of
M.CAM, Inc.

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the
Commission, effective July 19, 1999, at 09:25 AM.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By 

Commissioner

99-07-19-4089
AMENACPT
CIS20436

M•CAM, INC.

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION**

**ARTICLE I
NAME**

The name of the corporation is M•CAM, Inc. (the "Corporation").

**ARTICLE II
AMENDMENT**

The Amendment deletes Section 3.1 of the Articles of Incorporation and substitutes, in lieu thereof, a new Section 3.1 as follows:

"3.1 Number and Designation. The aggregate number and designation of shares which the Corporation shall have the authority to issue and the par value per share are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Common	100,000	\$0.01"

**ARTICLE III
BOARD ACTION**

The Board of Directors by unanimous written consent dated July 15 1999, found the amendment to the Articles of Incorporation to be in the best interest of the Corporation and directed that the amendment be submitted to the Shareholders of the Corporation for approval.

**ARTICLE IV
SHAREHOLDER ACTION**

The Shareholders, by unanimous written consent dated July 16, 1999, approved the amendment to the Articles of Incorporation as recommended by the Board of Directors.

Dated: July 15 1999

M•CAM, INC.

By: 

President

